



Norfolk Southern Corporation
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RECORDATION NO. 21412-B FILED

JUN 14 '11 -4 56 PM

DAVID A. SHELTON
General Attorney
SURFACE TRANSPORTATION BOARD

June 10, 2011
EQ000003

VIA UPS

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20024



Dear Sir or Madam:

Enclosed please find for recordation pursuant to Section 11301 of Title 49 of the U.S. Code two (2) counterparts, properly executed and acknowledged, of each of Document #1, Document #2 and Document #3.

These documents are: (1) a Termination of Lease Agreement, a secondary document, dated as of May 27, 2011 ("Document #1"); (2) a Release of Lien of Chattel Mortgage and Security Agreement, a secondary document, dated as of May 6, 2011 ("Document #2"); and (3) a Release of Lessor Security Agreement, a secondary document, dated as of May 27, 2011 ("Document #3"). The primary documents to which these secondary documents are connected are recorded under Recordation Nos. 21410, 21411 and 21412, respectively.

The names and addresses of the parties to each of the secondary documents are as follows:

Document #1:

Lessor: SBL Topaz Co., Ltd.
c/o Sumitomo Mitsui Finance & Leasing Co., Ltd.
9-4, Nishishimbashi 3 chome
Minato-ku
Tokyo 105-8464
Japan

Lessee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

Document #2:

Mortgagee: ING Bank, N.V., Tokyo Branch
20/F The New Otani Garden Court
4-1 Kioicho
Chiyoda-ku
Tokyo 102-0094
Japan

Document #3:

Mortgagee: Norfolk Southern Railway Company
Three Commercial Place
Norfolk, Virginia 23510

The equipment covered by the documents is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Road Numbers (inclusive)</u>
18	General Electric Dash 9-40CW Locomotives	C-C	9220-9237

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A check in the amount of \$123.00 is enclosed to cover the recordation fee of \$41.00 for each of the documents pursuant to 49 CFR § 1002.2(f)(83). Please return any counterparts/copies not needed by the Board for recordation to me at the above address.

Short summaries of each of the documents to appear in the index follow:

Document #1:

Termination of Lease Agreement dated as of May 27, 2011, to terminate the Lease Agreement with Recordation No. 21410 dated as of May 1, 1998, covering 18 General Electric Dash 9-40CW diesel-electric locomotives numbered 9220-9237, inclusive.

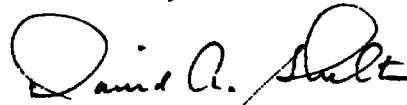
Document #2:

Release of Lien of Chattel Mortgage and Security Agreement dated as of May 6, 2011, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21411 dated as of May 1, 1998, covering 18 General Electric Dash 9-40CW diesel-electric locomotives numbered 9220-9237, inclusive.

Document #3:

Release of Lessor Security Agreement dated as of May 27, 2011, to terminate the security interest under Chattel Mortgage and Security Agreement with Recordation No. 21412 dated as of May 1, 1998, covering 18 General Electric Dash 9-40CW diesel-electric locomotives numbered 9220-9237, inclusive.

Sincerely,

A handwritten signature in black ink, appearing to read "David A. Shelton", written in a cursive style.

David A. Shelton

Enclosures

JUN 25 '11 4 56 PM

RELEASE OF LESSOR SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that Norfolk Southern Railway Company (the "Railroad"), as mortgagee under that certain Chattel Mortgage and Security Agreement dated as of May 1, 1998, as -- if at all -- modified or supplemented to the date hereof (the "Agreement"), by SBL Topaz Co., Ltd. ("Mortgagor") in favor of the Railroad, hereby certifies that the Agreement has been terminated pursuant to Section 1.4 thereof, to wit: the Railroad has exercised its right to purchase the Items of Equipment (as defined in the Agreement) pursuant to Section 19 of the Lease (as defined in the Agreement), and Mortgagor has delivered to the Railroad a bill of sale with respect to the Items of Equipment.

WHEREFORE, the Railroad, pursuant to Section 1.4 of the Agreement, hereby declares the Agreement to be satisfied and cancelled and consents that the same be discharged of record.

IN WITNESS WHEREOF, the Railroad has caused its name to be signed hereto by one of its corporate officers this 27th day of May, 2011.

By: Marta Stewart
Name: Marta R. Stewart
Title: Vice President and Treasurer

On this 27th day of May, 2011, before me, a Notary Public, personally appeared Marta R. Stewart, to me personally known, who, being by me duly sworn, says she is Vice President and Treasurer of Norfolk Southern Railway Company, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires:

June 30, 2013

